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UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re: : Chapter 11
: Case Nos. 00-B-41065 (SMB)
RANDALL'S ISLAND FAMILY GOLF : through 00-B-41196 (SMB)
CENTERS, INC., et. al., :
: (Jointly Administered)
Debtors. :
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**ORDER PURSUANT TO 11 U.S.C. § 107(b)(1) AND BANKRUPTCY
RULE 9018 PROTECTING THE CONFIDENTIALITY OF THE
AMENDED AND RESTATED RETENTION AGREEMENT
WITH KEEN REALTY CONSULTANTS, INC.**

Upon the application (the “Application”) of Randall’s Island Family Golf Centers, Inc., et al. (the “Debtors”), as debtors and debtors-in-possession, for an order pursuant to section 107(b)(1) of title 11 of the U.S. Code (the “Bankruptcy Code”) and Bankruptcy Rule 9018, protecting the confidentiality of the amended and restated retention agreement (the “Restated Agreement”) with Keen Realty Consultants, Inc. (“Keen”);

And it appearing that this Court has jurisdiction over the Application pursuant to 28 U.S.C. § 1334 and that this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2)(A) and (O);

And it appearing that the Restated Agreement constitutes confidential “commercial information” pursuant to section 107(b)(1) of the Bankruptcy Code and that maintaining the

confidentiality of the Restated Agreement is necessary to preserve the sanctity of the proposed auction and to maximize the value of the Debtors' estates, and is, therefore, in the best interests of the Debtors' estates and their creditors;

And notice of the Application having been given to (i) the Office of the United States Trustee; (ii) Berlack, Israels & Liberman, LLP, counsel to the Official Committee of Unsecured Creditors; and (iii) Morgan, Lewis and Bockius, LLP, counsel to The Chase Manhattan Bank, the Debtors' post-petition lender;.

And after due deliberation, and good and sufficient cause appearing therefor; it is

ORDERED that, pursuant to section 107(b)(1) of the Bankruptcy Code and Bankruptcy Rule 9018 the Debtors are authorized to preserve the confidentiality of the Restated Agreement by filing a sealed copy for *in camera* review only by this Court.

Dated: New York, New York
January ____, 2001

UNITED STATES BANKRUPTCY JUDGE